

Exhibit A

Proposed De Minimis Sale Procedures Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. __

**ORDER (I) APPROVING (A) THE PROCEDURES FOR THE SALE OF
CERTAIN OF THE DEBTORS' *DE MINIMIS* ASSETS FREE AND
CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS, (B)
THE FORM AND MANNER OF NOTICE OF *DE MINIMIS* SALES, AND
(II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of Big Lots, Inc. and certain of its affiliates (collectively, the “**Debtors**”), each of which is a debtor and debtor in possession in the Chapter 11 Cases, pursuant to sections 105(a) and 363 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004 and 9014, and Local Rule 6004-1, for entry of an order (i) approving (a) procedures (the “**De Minimis Sale Procedures**”) for the sale of certain *de minimis* assets, including, but not limited to, those assets described in the Motion, for a Sale Price of \$1,250,000 or less, (b) the form and manner of the De Minimis Sale Notice, attached hereto as **Exhibit 1**, (ii) authorizing the sale of the Debtors’ *de minimis* assets free and clear of liens, claims, encumbrances and interests (collectively, the “**Liens**”), and (iii) granting related relief, as more fully described in the Motion; and this Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and the Court

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not defined herein are defined in the Motion.

having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157; and the Court having found that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of the Chapter 11 Cases and related proceedings being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion; and the Court having determined that the legal and factual bases set forth in the Motion, the Ramsden Declaration, and at the Hearing, if any, establish just cause for the relief granted herein; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and all objections and reservations of rights filed or asserted in respect of the Motion, if any, having been withdrawn, resolved, or overruled; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The following De Minimis Sale Procedures, as described in the Motion, are hereby approved and may be implemented by the Debtors in the Chapter 11 Cases:

- Sale Price Less Than or Equal to \$10,000. If the Sale Price³ for a De Minimis Asset Sale is less than or equal to \$10,000, no notice or hearing shall be

³ “Sale Price” shall mean the total net cash consideration and fair market value of non-cash consideration estimated to be received by the Debtors for each De Minimis Asset (notwithstanding the total purchase price of any lot, bulk, or similar type bids), plus the amount of any liabilities to be assumed by the purchaser (to the extent

required. In such instance, the Debtors are authorized to consummate such De Minimis Asset Sale if the Debtors determine in the reasonable exercise of their business judgment that such sales or transfers are in the best interests of their estates, without further order of the Court or notice to any party. Any such transaction shall be deemed final and fully authorized by the Court and may be, as provided in the documentation governing the applicable transactions, free and clear of all liens, claims, and interests, with such liens, claims, or interests attaching only to the sale proceeds with the same validity, extent and priority as immediately prior to the transaction. Good faith purchasers of such De Minimis Assets shall be entitled to the protections of section 363(m) of the Bankruptcy Code.

- Sale Price Greater than \$10,000 and Less Than or Equal to \$350,000. If the Sale Price for each De Minimis Asset is greater than \$10,000 and less than or equal to \$350,000, no notice or hearing shall be required. In such instance the Debtors will file a notice of De Minimis Asset sales on a bi-weekly basis to inform the Court and parties in interest of any De Minimis Asset sales that occurred in the preceding two weeks.
- Sale Price Greater than \$350,000 and Less than or Equal to \$1,250,000. If the Sale Price for each De Minimis Asset is greater than \$350,000 and less than or equal to \$1,250,000, the following De Minimis Sale Procedures shall apply:

(a) The Debtors shall file a notice with the Court specifying (i) the applicable De Minimis Asset(s) to be sold, (ii) the identity of the purchaser, (iii) any commissions to be paid to third parties (such as brokers), and (iv) the Sale Price. The Debtors shall serve the De Minimis Sale Notice on the following parties: (a) the U.S. Trustee, J. Caleb Boggs Federal Building, 844 King Street Suite 2207 Lockbox 35, Wilmington, Delaware 19801, Attn: Linda J. Casey; (b) counsel to any official committee appointed in the Chapter 11 Cases (the “**Committee**”); (c) Choate, Hall & Stewart LLP, as counsel to the ABL Agent; (d) Otterbourg P.C., as counsel to the Term Agent; and (e) any person or entity with a particularized interest in the asset(s) to be sold (collectively, the “**Notice Parties**”).

(b) Parties will have five (5) days after the service of a De Minimis Sale Notice (the “**De Minimis Sale Objection Deadline**”) to object (each, an “**Objection**”) to a proposed sale of De Minimis Assets. After the expiration of the De Minimis Sale Objection Deadline, the Debtors may immediately sell the De Minimis Asset(s) listed in the De Minimis Sale Notice and take any actions and execute any agreements or other documentation that are necessary or desirable to close the transaction and obtain the sale proceeds.

quantifiable or reasonably estimable), less the amount of expenses to be incurred in connection with the sale, offsets, or other deductions (to the extent quantifiable or reasonably estimable).

(c) If any party in interest wishes to object to a proposed sale of De Minimis Assets, such party must (i) file a written Objection with the Court on or before the De Minimis Sale Objection Deadline and (ii) serve the Objection on the Debtors and each of the other Notice Parties so that it is actually received by such parties on or before the De Minimis Sale Objection Deadline. Any such Objection shall identify, with specificity, the legal and factual bases for such Objection. If an Objection is timely received and filed and cannot be resolved by the Debtors and the objecting party, the De Minimis Assets that are the subject of the Objection will not be sold except upon order of the Court; *provided, however*, that any De Minimis Asset set forth in the De Minimis Sale Notice that is not the subject of an Objection may be immediately sold in accordance with paragraph (ii).

- Sale Price Greater than \$1,250,000. If the Sale Price for the sale of any De Minimis Asset is greater than \$1,250,000, the Debtors shall file a motion with the Court requesting approval of the sale.

3. Local Rule 6004-1 is hereby waived with respect to any sale of De Minimis Assets undertaken pursuant to the De Minimis Sale Procedures.

4. The Debtors shall be permitted to compensate any broker engaged by the Debtors in connection with any sale or attempted sale of assets; *provided, however*, that if an Objection to the payment of any broker's fees is timely received and filed by the De Minimis Sale Objection Deadline (if applicable), then the portion of such broker's fees to which the Objection is directed shall not be paid until such Objection is consensually resolved or until the Court approves such payment.

5. The De Minimis Sale Procedures satisfy section 363(f) of the Bankruptcy Code and assets sold pursuant to the De Minimis Sale Procedures shall be sold free and clear of all Liens.

6. If the Sale Price of the asset(s) is less than or equal to \$10,000, no notice or hearing shall be required, and the Debtors are authorized to consummate such De Minimis Asset Sale if the Debtors determine in the reasonable exercise of their business judgment that such sales or transfers are in the best interests of their estates, without further order of the Court or notice to any party.

7. If the Sale Price of the asset(s) is greater than \$10,000 and less than or equal to \$350,000, the property may be sold free and clear of all Liens without notice or a hearing. The Debtors shall file with the Court on a bi-weekly basis a notice of any sales of De Minimis Assets with Sale Prices less than or equal to \$350,000 that occurred in the preceding two weeks.

8. Any holder of a Lien on any De Minimis Asset(s) with a Sale Price greater than \$350,000 and less than or equal to \$1,250,000, will receive a De Minimis Sale Notice and will have an opportunity to object to any sale in which they claim an interest. If a holder of a Lien receives the De Minimis Sale Notice and does not object within the prescribed time period, then such holder will be deemed to have consented to the proposed sale and the property may be sold free and clear of the holder's Lien pursuant to section 363(f) of the Bankruptcy Code, with any such Lien to be satisfied from the proceeds of the sale.

9. Those who purchase any De Minimis Assets in accordance with the De Minimis Sale Procedures shall be afforded the protections under section 363(m) of the Bankruptcy Code.

10. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

11. The Debtors are authorized to take any and all actions necessary or appropriate to implement the De Minimis Sale Procedures.

12. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this De Minimis Sale Procedures Order.

Exhibit 1

De Minimis Sale Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. ____

**NOTICE OF SALE OF CERTAIN OF THE DEBTORS' *DE MINIMIS* ASSETS FREE
AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS
PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on [●], 2024, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order (I) Approving (A) the Procedures for the Sale of Certain of the Debtors’ De Minimis Assets Free and Clear of Liens, Claims, Encumbrances and Interests, (B) the Form and Manner of Notice of De Minimis Asset Sales, (II) Authorizing the Sale of Certain of Debtors’ De Minimis Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, and (III) Granting Related Relief* [D.I. [●]] (the “**De Minimis Sale Procedures Order**”), which authorizes the sale of the Debtors’ assets pursuant to the procedures set forth in the De Minimis Sale Procedures Order.

PLEASE TAKE FURTHER NOTICE that objections (each, an “**Objection**”), if any, to the proposed sale of any assets listed on Appendix A attached hereto must be (i) be made on or before [●], **2024, at 4:00 p.m. (ET)** (the “**Objection Deadline**”), (ii) made in writing, and identify with specificity the legal and factual bases therefor, (iii) filed with the United States Bankruptcy Court for the District of Delaware, Office of the Clerk of the Court, 824 Market Street, Wilmington, DE 19801, and (iv) served upon (A) proposed counsel for the Debtors, (y) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017 (Attn: Brian M. Resnick, Adam. L. Shpeen, Stephen D. Piraino, and Ethan Stern) and (z) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market St., 16th Floor, P.O. Box 1347, Wilmington, DE 19801 (Attn: Robert J. Dehney, Sr. and Andrew R. Remming), (B) counsel to the ABL Agent, (y) Choate, Hall & Stewart LLP, Two International Place, Boston, MA 02110 (Attn: John F. Ventola, Esq., Jonathan D. Marshall, Esq., and Jacob S. Lang, Esq.) and (z) Blank Rome LLP, 1201 N. Market Street, Suite 800, Wilmington, DE 19801 (Attn: Regina Stango Kelbon, Esq. and Stanley Tarr, Esq.), (C) counsel to the Term Agent, (y) Otterbourg P.C., 230 Park Avenue, New York, NY 10169 (Attn: Chad B.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Simon, Esq., James V. Drew, Esq., and Sarah L. Hautzinger, Esq.) and (z) Richards, Layton & Finger, P.A., 920 N. King Street, Wilmington, DE 19801 (Attn: John H. Knight, Esq.), (D) counsel to the Committee (if any), and (E) counsel to the Stalking Horse Bidder, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 (Attn: Christopher Marcus, P.C., Douglas A. Ryder, P.C., and Nicholas M. Adzima).

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the De Minimis Sale Procedures Order, if no Objection is timely filed and served in accordance with the procedures above, the asset(s) listed on Appendix A will be sold free and clear of all liens, claims, encumbrances and other interests pursuant to, among other provisions, section 363 of title 11 of the United States Code, in accordance with the De Minimis Sale Procedures Order.

PLEASE TAKE FURTHER NOTICE that if an Objection is timely received and filed and cannot be resolved by the Debtors and the objecting party, the assets that are the subject of the Objection will not be sold except upon order of the Court; *provided, however* that any asset set forth in the De Minimis Sale Notice and within Appendix A that is not the subject of an Objection may be immediately sold.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve all rights with respect to the *de minimis* asset sale process, including without limitation, the right to modify in whole or in part the requirements or timeline of any *de minimis* asset sale, to reject any proposal, to terminate a company's participation in the process, to terminate or suspend discussion or negotiations with a company, or any other company or any party or parties about the subjects covered by the *de minimis* asset sale process or to terminate any pending *de minimis* asset sale.

[Remainder of page intentionally left blank]

Dated: [●], 2024
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Tamara K. Mann (No. 5643)
Sophie Rogers Churchill (No. 6905)
Casey B. Sawyer (No. 7260)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
tmann@morrisnichols.com
srchurchill@morrisnichols.com
csawyer@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
ethan.stern@davispolk.com

Proposed Counsel to the Debtors and Debtors in Possession

APPENDIX A

Asset(s) to be Sold	Name and Address of Purchaser	Proposed Purchase Price and Commissions to Third Parties	Location of Asset(s)

Exhibit 2

Examples of Certain De Minimis Assets To Be Sold

LOCATIONS	STORAGE					BUILDING				ENTRANCES	
BUILDING	PALLET RACKING					WAREHOUSE		OFFICE		DOORS	
	RACK	BULK	BACK STOCK	OVER FLOW	TOTAL	1ST FLR	2ND FLR	1ST FLR	2ND FLR	DOCK DOORS	AT GRADE DOORS
COLUMBUS DC											
Building 200	75,343ft	2742ft	5375ft	1438ft	84,898ft	2,307,700ft	360,000ft	50,500ft	17,900ft	183	5
Building 200 High Bay	8170ft		1372ft		9542ft	524,000ft	360,000ft	26,000ft		16	1
Building 350						140,000ft				0	0
Building 400	35,453ft		2497ft		37,950ft	576,000ft				25	1
Building 450 (Expansion)	12,205ft		688ft		12,893ft	276,500ft		12,500ft	11,700ft	22	1
Building 500	16,679ft	936ft	818ft		18,433ft	397,000ft				52	1
	2836ft	1806ft		1438ft	6080ft	394,200ft		12,000ft	6200ft	68	1
550 BUILDING											
East	42,542ft	3060ft			45,602ft	808,000ft		7123ft		100	1
West	15,992ft	3060ft			19,052ft	430,854ft				60	1

PALLET RACKING					
Area	Uprights QTY	Beams QTY	Grids QTY	Pallet Load Support	Photo
eCom 200 Building	1460	2190	2190		Yes
200 Retail Building	1440	2160		4320	Yes
350 Building	5356	8034		16068	Yes
400 Building	1396	2094		4188	Yes
450 Building	1632	2448		4896	Yes
500 A Building	70	105		210	Yes
500 B Building	480	720		1440	Yes
Aerosol Room	480	720		1440	Yes
550 building eCom	3136	25088	50176		Yes
550 building SOS	3360	26880	53760		Yes
TOTAL	18810	70439	106126	32562	

BATTERY & CHARGERS		
BATTERY TYPE	Model	QTY
BATTERY 24 VOLT	12-125-13	41
BATTERY 24 VOLT	12-125-15	0
BATTERY 36 VOLT	18-125-15	66
BATTERY 36 VOLT	18-125-17	103
BATTERY 36 VOLT	18-125-19	10
BATTERY 36 VOLT SC	18-85-29	1
	18-FLX660-37E0	0
	18-LX770-43E0	0
	24-FLX 372-186	3
	18-D85-23	0
CHARGERS		54
TOTAL PIECES		278

OFFICE / BREAK AREA		
TYPE	MANUFACTURE	QTY
OFFICE FURNITURE	N/A	465
CAFÉ TABLES / CHAIRS	N/A	200
MEETING ROOMS	N/A	250
BIG SCREEN TV'S	N/A	12
TOTAL		927

MISCELLANEOUS EQUIPMENT		
QTY	DESCRIPTION	MANUFACTURE
3	Cardboard Bailer	
84	Trash Carts	
2	Trash Compactor	
1	LOT OF MISC MAINTENANCE EQUIPMENT	
1	LOT OF MISC IT EQUIPMENT	
386	Orange Pick Carts	
477	TOTAL	

TRAILERS	54
-----------------	----

ROLLING STOCK	
FORKLIFT EQUIPMENT SUMMARY	QTY
BOOM LIFT	2
Rider Reach Lift Truck - 7700	49
Rider Reach Lift Truck - 7520	0
Order Pickers	14
End Control Riders 4'	2
End Control Riders 8'	9
Sit Down Counterbalance LP	8
Sit Down Counterbalance	13
Stand Up Counterbalance C30TT	3
Stand Up Counterbalance C35TT	27
Stand Up Counterbalance C40TT	0
Stand Up Counterbalance C50TT	4
Tuggers	5
Hand Pallet Jacks	60
Clamp Attachment	0
TOTAL PIECES	196

SORTATION SYSTEM				
SYSTEM		MANUFACTURE	DESCRIPTION	QTY
SORTER		INTELLEGRATED	Carton sortation Sys	1
PICK MODULE		INTELLEGRATED	Pick Modules 4 Lvl's	9

LOCATIONS	STORAGE					BUILDING				ENTRANCES	
BUILDING	PALLET RACKING					WAREHOUSE		OFFICE		DOORS	
	RACK	BULK	BACK STOCK	OVER FLOW	TOTAL	1ST FLR	Mezz	1ST FLR		DOCK DOORS	AT GRADE DOORS
	APPLE VALLEY										
	100 Building	34,322ft	4558ft		686ft	39,566ft	433,000ft	40,000ft	29,907ft	115	3
	200 Building	48780ft	4558ft		686ft	54024ft	435,000ft				
300 Building (SHUTTLE)					294,487ft	548,068ft					

PALLET RACKING					
Area	Uprights QTY	Beams QTY	Grids QTY	Pallet Load Support	Photo
200 Building	3120	24960		199680	
100 Building	182	14592		116736	
TOTAL	9906	118656		949248	

BATTERY SUMMARY		
BATTERY TYPE	Model	QTY
BATTERY 24 VOLT	12-125-13	41
BATTERY 24 VOLT	12-125-15	0
BATTERY 36 VOLT	18-125-15	66
BATTERY 36 VOLT	18-125-17	103
BATTERY 36 VOLT	18-125-19	10
BATTERY 36 VOLT SC	18-85-29	1
	18-FLX660-37E0	0
	18-LX770-43E0	0
	24-FLX 372-186	3
	18-D85-23	0
		1
TOTAL PIECES		225

OFFICE / BREAK AREA		
TYPE	MANUFACTURE	QTY
OFFICE FURNITURE	N/A	180
CAFÉ TABLES / CHAIRS	N/A	210
MEETING ROOMS	N/A	100
BIG SCREEN TV'S	N/A	5
TOTAL		495

MISCELLANEOUS EQUIPMENT		
QTY	DESCRIPTION	MANUFACTURE
1	Cardboard Bailer	
1	Trash Compactor	
25	Trash Carts	
125	Orange Pick Carts	
1	LOT OF MISC MAINTENANCE EQUIPMENT	
1	LOT OF MISC IT EQUIPMENT	
152	TOTAL	

TRAILERS	60
-----------------	----

ROLLING STOCK	
FORKLIFT EQUIPMENT SUMMARY	QTY
BOOM LIFT	2
Rider Reach Lift Truck - 7700	0
Rider Reach Lift Truck - 7520	0
Order Pickers	2
End Control Riders 4'	4
End Control Riders 8'	4
Sit Down Counterbalance LP	0
Sit Down Counterbalance	0
Stand Up Counterbalance C30TT	0
Stand Up Counterbalance C35TT	26
Stand Up Counterbalance C40TT	0
Stand Up Counterbalance C50TT	5
Tuggers	23
Hand Pallet Jacks	0
Clamp Attachment	1
TOTAL PIECES	67

SORTATION SYSTEM			
SYSTEM	MANUFACTURE	DESCRIPTION	QTY
SORTER	INTELLEGATED	Carton sortation Sys	1
PICK MODULE	INTELLEGATED	Pick Modules 4 Lvl's	2
ASRS	INTELLEGATED	SHUTTLE	1